

EXHIBIT 2

**Articles of Incorporation and Illinois Certificate of Authority to Transact
Business**

60-697



State of Minnesota
Office of the Secretary of State

See instructions on
reverse side for
completing this form.

ARTICLES OF INCORPORATION
Chapter 302A

5049

Corporate Name

STRATEGIC ALLIANCES INC.

The undersigned incorporators, who are natural persons 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 302A, adopt the following articles of incorporation:

ARTICLE I

The name of this corporation is:

Corporation Name

STRATEGIC ALLIANCES INC.

B17

ARTICLE II

The registered office of this corporation is located at:

Street Address

155 S Wabasha #120

City, State, Zip

St Paul, Mn 55107

County

Ramsey

The registered agent at that address is (Note: The appointment of an agent is optional):

Name of Agent

Thomas R Buckroyd Ken Swanson

245872

ARTICLE III

The corporation is authorized to issue an aggregate total of:
(The minimum number of authorized shares is one.)

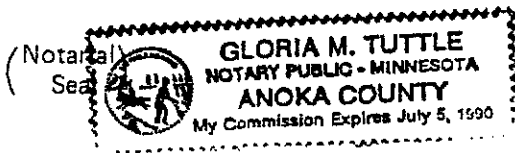
Number of Shares

100

ARTICLE IV

The names and addresses of the incorporators are (Note: Only one incorporator is required under Section 302A.105):

Name	Address (may not be a post office box)	Incorporator's Signature (All incorporators must sign the articles)
THOMAS R Buckroyd	30 West Water St St Paul Mn 55107	Thomas R Buckroyd
ERIN E. Torrey	1900 E. Shore Drive #212 Maplewood Mn 55102	Erin E Torrey

County of Anoka SSThe foregoing instrument was acknowledged before me this 15th day of December 1988
1988.Gloria M. Tuttle
(Notary Public)

INSTRUCTIONS

1. Type or print with dark black ink.
2. Total filing fee as required by Minnesota Statutes, Section 302A.011; 302.153 for valid incorporation.
Filing Fee — \$25.00
Incorporation Fee — \$100.00
3. Make check for the total filing fee (\$125) payable to the Secretary of State.
4. Mail or bring completed form to:
Secretary of State
Corporation Division
180 State Office Building
St. Paul, MN 55155
(612) 296-2803

NOTE: This form is intended merely as a guide in the formation of a Minnesota business corporation under Minnesota Statutes Chapter 302A and is not intended to cover all situations anticipated by that Statute. If this form does not meet the specific needs and requirements of the corporation that is being formed, the incorporators should draft their own articles specifically listing the modifications or denials of each provision to which they wish to be subject or from which they wish to be exempt.

FOR USE ONLY BY SECRETARY OF STATE

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 21 1988

John Anderson Howe
Secretary of State

M

State of Minnesota

5048

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: STRATEGIC ALLIANCES INC.

Corporate Charter Number: 6D-697

Chapter Formed Under: 302A

This certificate has been issued on 12/21/1988.



Joan Anderson Grove
Secretary of State.

6D-697

1912

ARTICLES OF AMENDMENT
AMENDING
ARTICLES OF INCORPORATION
OF
STRATEGIC ALLIANCES, INC.

Strategic Alliances, Inc., a Minnesota corporation, hereby adopts and files with Secretary of State these Articles of Amendment Amending Articles of Incorporation of Strategic Alliances, Inc. pursuant to Section 302A.139 of the Minnesota Business Corporation Act.

1. Article I is amended and replaced in its entirety with the following:
"The name of the corporation is London Telecom Network, Corp." m

2. The amendment has been adopted pursuant to Chapter 302A of the Minnesota Business Corporation Act.

3. These Articles of Amendment Amending Articles of Incorporation of Strategic Alliances, Inc. have been approved and adopted by the directors and shareholders of Strategic Alliances, Inc. as required by the Minnesota Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, the C.F.W. of Strategic Alliances, Inc., being duly authorized on behalf of Strategic Alliances, Inc., has executed this document this 30th day of November, 1997.

STRATEGIC ALLIANCES, INC.

By [Signature]
Colin Wood
Its Chief Financial Officer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 03 1997

[Signature]
Secretary of State m

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60-697

**ARTICLES OF AMENDMENT
AMENDING
ARTICLES OF INCORPORATION
OF
LONDON TELECOM NETWORK, CORP.**

London Telecom Network, Corp., a Minnesota corporation, hereby adopts and files with the Secretary of State these Articles of Amendment Amending Articles of Incorporation of London Telecom Network, Corp. pursuant to Section 302A.139 of the Minnesota Business Corporation Act.

ARTICLE I

1. Article I is amended and replaced in its entirety with the following: "The name of the corporation is Transworld Network, Corp." ✕

ARTICLE II

1. Article III is amended and replaced in its entirety with the following:

The corporation is authorized to issue one hundred million (100,000,000) shares of capital stock, to be held, sold and paid for at such times and in such a manner as the Board of Directors may, from time to time, determine, in accordance with the laws of the State of Minnesota. Unless otherwise established by the Board of Directors, all shares of the corporation are common shares entitled to one vote and shall be of one class and series having equal rights and preferences in all matters. Unless otherwise provided in these Articles or Bylaws of the corporation, or in the terms of the shares, a common shareholder has one (1) vote for each share held. The Board of Directors shall have the power to establish more than one class or series of shares and to fix the relative rights and preferences of any such different classes or series.

ARTICLE III

The amendment to Articles of Incorporation set forth herein was, in all respects, adopted pursuant to Chapter 302A of Minnesota Statutes.

IN WITNESS WHEREOF, the undersigned, being duly authorized has executed these Articles of Amendment on the 8 day of April, 1999.


London Telecom Network, Corp.

By: 

Its: CHIEF Financial Officer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 29 1999 ✕


Secretary of State

013952

6D - 697

**ARTICLES OF AMENDMENT
AMENDING
ARTICLES OF INCORPORATION
OF
TRANSWORLD NETWORK, CORP.**

Transworld Network, Corp., a Minnesota corporation, hereby adopts and files with the Secretary of State these Articles of Amendment Amending Articles of Incorporation of Transworld Network, Corp. pursuant to Section 302A.139 of the Minnesota Business Corporation Act.

ARTICLE I

1. Article III is amended and replaced in its entirety with the following:

The corporation is authorized to issue One-Hundred Thousand (100,000) shares of capital stock, to be held, sold and paid for at such times and in such a manner as the Board of Directors may from time to time determine, in accordance with the laws of the State of Minnesota. Unless otherwise established by the Board of Directors, all shares of the corporation are common shares entitled to one vote and shall be of one class and series having equal rights and preferences in all matters. Unless otherwise provided in these Articles or Bylaws of the corporation, or in the terms of the shares, a common shareholder has one (1) vote for each share held. The Board of Directors shall have the power to establish more than one class or series of shares and to fix the relative rights and preferences of any such different classes or series. ✓

IN WITNESS WHEREOF, the undersigned, being duly authorized has executed these Articles of Amendment on the 14 day of December, 1999.

Transworld Network, Corp.

By: _____

Pol F. [Signature]

Its: _____

Chairman

STATE OF MINNESOTA
FILED.

JUN 20 2000

Mary Kiffmeyer

Secretary of State

810842

6D-697

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
TRANSWORLD NETWORK, CORP.

TransWorld Network, Corp., a Minnesota corporation, adopts these Articles of Amendment to amend the Articles of Incorporation of TransWorld Network Corp.

1. Article III is amended and replaced in its entirety with the following:

ARTICLE III

A. **Authorized Capital Stock.** The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 100,000,000 shares of common stock, having a par value of \$.01 per share ("***Common Stock***"), and 700,000 shares of preferred stock, having a par value of \$.01 per share and a "Stated Value" of \$1.00 per share ("***Preferred Stock***"). The holders of Common Stock have the exclusive voting power, except as provided to the holders of Preferred Stock by applicable law and these Articles of Incorporation. Each share of Common Stock is entitled to one vote, and each share of Preferred Stock is entitled to one vote on those matters for which the holders of Preferred Stock have a right to vote.

The Board of Directors shall determine the consideration to be given for each share of capital stock. The consideration given for each share of capital stock must have a value that is at least equal to the par value of the share, and may consist of any tangible or intangible property received or to be received by the corporation under a written agreement or services rendered to the corporation or to be rendered to the corporation, as authorized by a resolution approved by the affirmative vote of the Board of Directors establishing a price in money or other consideration, or a minimum price, or a general formula or method by which the price will be determined. The corporation has the right to purchase or otherwise acquire shares of its own stock to the extent provided by law, its bylaws, these articles of incorporation, or any agreement duly executed by the corporation. Each share of stock issued by the corporation is subject to any stock transfer restrictions contained in the bylaws of the corporation.

B. **Rights, Preferences, and Limitations of Preferred Stock.** The rights, preferences, and limitations of the Preferred Stock are as follows:

1. **Rank.** The Preferred Stock ranks senior and prior to every other class or series of common or preferred stock of the corporation with respect to dividend and liquidation rights. For the purpose of determining the priority of any other class or series of capital stock of the corporation relative to the dividend and liquidation rights of the Preferred Stock, a class or series of capital stock of the corporation will be considered to rank:

104213

(a) senior to the Preferred Stock and constitute "*Senior Securities*," if the holders of the other class or series of capital stock are entitled to receive either dividends or amounts distributable on liquidation of the corporation in priority or preference to the holders of Preferred Stock;

(b) on a parity with the Preferred Stock and constitute "*Parity Securities*," if the holders of the other class or series of capital stock are entitled to receive either dividends or amounts distributable on liquidation of the corporation in proportion to their respective dividend rates or liquidation values, without priority or preference to the holders of Preferred Stock, whether or not the dividend rate, dividend payment dates, or redemption or liquidation values per share of the other class or series of capital stock are different from those of the Preferred Stock; and

(c) junior to the Preferred Stock and constitute "*Junior Securities*," if the rights of the holders of the other class or series of capital stock to receive either dividends or amounts distributable on liquidation of the corporation are subject or subordinate to the rights of the holders of Preferred Stock to receive either dividends or amounts distributable on liquidation of the corporation.

2. Non-Voting Rights. Shares of Preferred Stock do not have any right to vote, dissent, or consent with respect to any matter, except as provided by applicable law and these Articles of Incorporation. While any shares of Preferred Stock are outstanding, the advance affirmative vote or written consent of the holders of 80% of the outstanding shares of Preferred Stock, voting separately as a class and excluding any shares that are owned by the corporation or any business organization with which the corporation is permitted or required to consolidate its financial statements for financial accounting purposes (an "*Affiliate*"), is required to authorize and validate any of the following corporate actions:

(a) Increase or decrease the aggregate number of authorized shares of Preferred Stock;

(b) Effect an exchange, reclassification, or cancellation of all or part of the Preferred Stock;

(c) Effect an exchange, or create a right of exchange, of all or any part of the shares of another class or series for the Preferred Stock;

(d) Change the rights or preferences of the Preferred Stock;

(e) Change the Preferred Stock into the same or a different number of shares, either with or without par value, of another class or series;

(f) Create a new class or series of Senior Securities, or increase the rights and preferences or the number of authorized shares, of Senior Securities;

(g) Divide the Preferred Stock into series and determine the designation of each series and the variations in the relative rights and preferences between the shares of each series, or authorize the board of directors to do so;

(h) Limit or deny any existing preemptive rights of the Preferred Stock; or

(i) Cancel or otherwise affect distributions on the Preferred Stock that have accrued but have not been declared.

3. **Dividend Preference.** The corporation shall pay in arrears to each holder of Preferred Stock a cash dividend of \$.065 per share on December 31 of each year (the "***Dividend Payment Date***") for the calendar year then ended (the "***Dividend Period***"), but only when and as declared by the Board of Directors and to the extent permitted by applicable law. Dividends on each share of Preferred Stock will accrue daily at the fixed rate per share specified above for each Dividend Period, from the date of the original issuance of the share (the "***Original Issuance Date***") until the date when the share is redeemed, whether or not the dividends have been declared and whether or not any funds are legally available for the payment of the dividends. The dividend on the Preferred Stock is cumulative and must be paid or set apart for payment before the corporation may declare, pay, or set apart for payment any dividend on the Common Stock or any other Junior Securities. Accordingly, if the corporation does not declare and pay or set apart for payment a Preferred Stock dividend for any particular Dividend Period, the Preferred Stock dividend for that Dividend Period will accrue and accumulate interest at an annual rate of 2% above the rate of interest published by Bank of America from time to time at its principal banking office in Tampa, Florida, United States of America, as its "prime rate" (the "***Accrual Rate***") on the accumulated dividend from the date when the dividend was payable until the date when the dividend is paid in full, and all accumulated unpaid Preferred Stock dividends for all previous Dividend Periods and the Preferred Stock dividend for the current Dividend Period must be declared and fully paid or set apart for payment before any dividends can be declared or paid or set apart for payment on the Common Stock or any other Junior Securities. The corporation shall pay a partial dividend on the first Dividend Payment Date to the extent that the period beginning on the Original Issue Date and ending on the first Dividend Payment Date is not a full Dividend Period. In addition, if the corporation is restricted from paying a full dividend on the Preferred Stock on any Dividend Payment Date for any reason (including insufficient legally available funds or any restriction imposed by a court order, loan agreement, trust indenture, or applicable corporate law), the corporation shall pay a partial dividend on the Preferred Stock to the extent permitted under applicable law and use its best efforts to abate or mitigate the restriction. All dividends on the Preferred

Stock, including any partial dividends, must be paid or distributed pro rata to the holders of Preferred Stock on the Dividend Payment Date, in proportion to the number of shares of Preferred Stock then owned by each of them. The corporation shall pay the accrued dividends on the Preferred Stock in lawful money of the United States of America by corporate check. A share of Preferred Stock will not participate in any dividend declared by the Board of Directors of the corporation with regard to the Common Stock. The corporation shall use its best efforts to maintain unreserved and unrestricted funds and assets that are legally available and sufficient for the payment of dividends on the Preferred Stock.

So long as any Preferred Stock is outstanding, the corporation shall not do any of the following:

(a) declare, pay, or set apart for payment any dividend on any Junior Securities;

(b) pay or set apart for payment in a sinking fund, reserve account, or otherwise any amount of money, securities, or other property for the purpose of redeeming, purchasing, or otherwise retiring any Junior Securities or any right, option, or warrant that is exercisable or convertible into any Junior Securities;

(c) make any distribution of money, securities, or other property in respect of (or in exchange or substitution for) any Junior Securities, whether pursuant to a dividend, redemption, repurchase, reorganization, recapitalization, or reclassification, except for stock splits and stock dividends with respect to the Common Stock and cash dividends in accordance with the preceding clause (a); or

(d) cause or permit any subsidiary to do any of the foregoing things that the corporation is prohibited from doing, except to the extent that the payment or distribution by a subsidiary is to the corporation.

In addition, the corporation shall not declare, pay, or set apart for payment any full dividend on any Parity Securities, or pay any amount for the optional or mandatory redemption of any Parity Securities, unless the following amounts (collectively, the "Preference Arrearage") have been, or contemporaneously will be, paid in full: (i) all dividends on the Preferred Stock, together with any accrued interest thereon, for the current Dividend Period and all previous Dividend Periods ending on or before the date when a dividend is paid on the Parity Securities; and (ii) the redemption price payable for any shares of Preferred Stock that have been called or specified for redemption as a result of the occurrence of a "Redemption Event," as defined below. In addition, the corporation shall not declare, pay, or set apart for payment any partial dividends on any Parity Securities, while any Preference Arrearage exists with respect to the Preferred Stock, unless the corporation contemporaneously pays partial dividends on the Preferred Stock in an aggregate amount that bears the same ratio to the Preference Arrearage as the

aggregate amount of partial dividends declared on the Parity Securities bears to the cumulative amount of dividend and redemption arrearages (if any) on the Parity Securities.

4. Liquidation Preference. For purposes of this Article III, a "**Liquidation Event**" means a partial or complete liquidation of the corporation (whether voluntary or involuntary, and whether or not pursuant to its dissolution and winding up), and a merger, consolidation, reorganization, recapitalization, or sale or exchange of all or substantially all the corporation's assets in a transaction that results in the corporation's stockholders of record immediately before the effective time of the transaction holding less than 50% of the total voting power of the capital stock of the acquiring, surviving, or successor corporation that is outstanding immediately after the effective time of the transaction. If a Liquidation Event occurs, the corporation shall pay to the holder of each share of Preferred Stock then outstanding, before paying or distributing any cash or other assets to the holders of any Junior Securities, a cash amount equal to the sum of the following (the "**Liquidation Value**"): (a) the Stated Value of the share; plus (b) the amount of any unpaid accumulated dividends on the share through the date of the liquidation payment to the holder of the share; plus (c) the amount of any unpaid accrued interest on any accumulated dividends on the share. After payment of the full Liquidation Value to the holders of Preferred Stock, the corporation shall pay and distribute all its remaining funds and assets exclusively to the holders of Common Stock. If the assets of the corporation are insufficient to pay in full the Liquidation Value of each outstanding share of Preferred Stock, then the amount legally available for distribution to shareholders of the corporation will be paid pro rata to the holders of the Preferred Stock in proportion to the aggregate Liquidation Value of the shares of Preferred Stock owned by each holder. The corporation shall give the holders of Preferred Stock written notice of any Liquidation Event authorized by its shareholders or Board of Directors within five days after the date when the Liquidation Event is authorized. All payments and distributions by the corporation to the holders of Common Stock or Preferred Stock pursuant to a Liquidation Event are subject to the conditions and limitations set forth in Section 6 of this Article III. The value of any securities or other property distributed to stockholders of the corporation pursuant to this section 4 will be determined based on its fair market value at the time of distribution to the corporation or at the time it is made available to stockholders of the corporation, all as determined by the Board of Directors in the good faith exercise of their reasonable business judgment. However, the fair market value of any securities that are listed on any established stock exchange or traded in a national market system will be the closing sales price for the securities on that system or exchange (or the largest exchange, if the securities are traded on more than one) for the date when the value of the securities is to be determined (or if no sales occurred on that date, then for the last preceding trading day when sales occurred), as reported in *The Wall Street Journal* or similar publication. If any securities are not listed on an established securities exchange or traded through a national market system, but are regularly traded in the "over the counter market" recognized securities dealers and quoted on the Nasdaq Bulletin Board or in the so-called "pink sheets" published by the National Quotations Bureau, Incorporated, their fair market value will be the mean average of the high bid and low asked prices for the securities as quoted in the "pink sheets" or on the Nasdaq

Bulletin Board on the date when the value is to be determined (or if no bid and asked prices are quoted for that date, then for the last preceding trading day when quoted bid and asked prices were quoted).

5. Redemption. The Preferred Stock is subject to mandatory redemption by the corporation as provided in this section.

(a) Complete Redemption. Subject to the conditions and limitations set forth in Section 6 of this Article III, the corporation, to the extent permitted by law, shall redeem all its outstanding Preferred Stock on the earlier of the following (a "**Complete Redemption Date**"): (i) the date of the sale, merger, consolidation or any change in control of the corporation; (ii) the date when the corporation has received at least \$7,000,000 of cash proceeds (inclusive of any attendant fees or commissions) from (A) a public or private sale by the corporation of any debt or equity securities of the corporation or any subsidiary for a cash purchase price, (B) a borrowing by the corporation or any subsidiary from a financial institution, whether secured or unsecured, but excluding a capitalized lease, a reborrowing of an amount previously borrowed under a revolving credit line, an indebtedness owed to a seller of property to the corporation or any subsidiary that represents all or a portion of the purchase price of the property, and a renewal, extension, or refinancing of a previous borrowing (but only to the extent of the outstanding indebtedness that was renewed, extended, or refinanced), or (C) a series or combination of financing transactions described in the preceding clauses (A) and (B); or (iii) a date determined by the Board of Directors in its sole discretion. The redemption price for each outstanding share of Preferred Stock will be equal to the sum of the following (the "**Redemption Price**"): (1) the its Stated Value of the share, plus (2) the amount of any unpaid accumulated dividends on the share as of the Complete Redemption Date; plus (3) the amount of any unpaid accrued interest on any accumulated dividends on the share through the Complete Redemption Date. If the corporation fails or is unable for any reason to redeem all the Preferred Stock on a Complete Redemption Date, the Redemption Value for each share of Preferred Stock (excluding dividends) will increase at the Accrual Rate, compounded quarterly immediately following a Complete Redemption Date until all the Preferred Stock has been redeemed.

(b) Partial Redemptions. Subject to the conditions and limitations set forth in Section 6 of this Article III, the corporation shall redeem, to the extent permitted by law, as determined by the Board in its sole discretion (a "**Partial Redemption Date**"), commencing as, and continuing until all the outstanding shares of Preferred Stock have been redeemed, in an amount determined by the Board shares of the outstanding Preferred Stock at a redemption price per share equal to (i) \$1.06, if the redemption occurs before August 1, 2002, or (ii) the sum of \$1.00, plus all unpaid accumulated dividends on the share, together with accrued interest thereon, as of the applicable Partial Redemption Date, if the redemption occurs after July 31, 2002. If and to the extent that any of the conditions and limitations set forth in Section 6 of this Article III is not satisfied as of any particular Partial Redemption Date, the corporation shall not redeem any Preferred Stock for that month. If the number of shares redeemed on a partial Redemption Date is fewer than the number of shares of Preferred Stock determined by the Board, the corporation shall redeem a pro rata number of shares (rounded off to the

nearest whole share) from each holder of Preferred Stock, with the proration based on the ratio of the number of shares of Preferred Stock owned by each holder of Preferred Stock on the Partial Redemption Date to the total number of shares of Preferred Stock outstanding on the Partial Redemption Date.

(c) The corporation shall pay to each holder of Preferred Stock the redemption price for the share of Preferred Stock owned by that holder when the certificate or certificates representing those shares, duly indorsed to the corporation or accompanied by a stock transfer power duly executed in favor of the corporation, is presented and surrendered to the corporation at its principal business office. The corporation shall cancel and retire all shares of Preferred Stock that are redeemed by it, and none of those shares is authorized to be reissued by the corporation.

(d) Notice of Redemption. When the corporation redeems any Preferred Stock, the corporation shall mail to each holder of Preferred Stock, at the holder's latest address that appears in the stock record books of the corporation, at least 30 days before a Complete Redemption Date and at least 15 days before a Partial Redemption Date, a written notice stating that (i) the redemption date, (ii) the redemption price per share, (iii) the total number of shares of Preferred Stock that the corporation will redeem, (iv) payment by the corporation will be made on surrender at the corporation's principal office of the certificate or certificates representing the shares called for redemption, and (v) after the redemption date, the shares of Preferred Stock called for redemption will cease to have any voting or other rights, except for the right of the holder of those shares to receive payment of the redemption price.

Failure to give a notice of redemption to any holder of Preferred Stock or any deficiency in a notice of redemption will not affect the validity of either the procedure for the redemption of any shares of Preferred Stock or the redemption of any shares of Preferred Stock pursuant to that procedure. However, any holder of Preferred Stock who does not receive a notice of redemption or who receives a deficient notice of redemption will have a continuing right to have her or his shares of Preferred Stock redeemed, either entirely (in the case of a complete redemption) or pro rata (in the case of a partial redemption).

(e) Default Interest. The corporation shall pay to a holder of Preferred Stock interest at the Accrual Rate on the redemption price for any shares of Preferred Stock that the corporation fails for any reason to fully or timely redeem from the holder, whether pursuant to partial or complete redemption, and even if the failure is because of insufficient legally available funds or any restriction imposed by a court order, loan agreement, trust indenture, or applicable corporate law.

(f) Redemption Payment; Surrender of Shares. After a notice of redemption is mailed to the holders of Preferred Stock, the corporation shall immediately reserve and set apart sufficient funds to pay the aggregate redemption price of all the shares of Preferred Stock called for redemption, and the corporation shall purchase each share of Preferred Stock called for redemption, at the requisite redemption price, on the redemption date specified in the notice, on presentation and surrender to the corporation

at its principal business office of the certificate representing the share, duly indorsed to the corporation, or accompanied by a stock transfer power duly executed in favor of the corporation, by the record owner of the share or the record owner's duly appointed attorney-in-fact. The corporation shall pay the redemption price for each share of Preferred Stock called for redemption by corporate check in immediately available clearing house funds to the person whose name appears as the owner of the share on the certificate representing the share. If a holder of Preferred Stock surrenders a certificate representing ownership of more shares of Preferred Stock than have been redeemed from that holder, the corporation shall promptly reissue to that holder a new certificate evidencing the balance of the shares of Preferred Stock that were not redeemed.

(g) Other Redemptions or Acquisitions. The corporation shall not redeem or otherwise acquire any Preferred Stock, except as expressly authorized above or pursuant to a purchase offer made pro rata to all holders of Preferred Stock in proportion to the number of shares of Preferred Stock owned by each of them. If it makes a voluntary offer to purchase any shares of Preferred Stock, the corporation shall purchase shares on a pro rata basis from those holders of Preferred Stock who tender shares for purchase, in proportion to the total number of shares tendered by each holder.

6. Conditions and Limitations. Notwithstanding anything in this Article III to the contrary, the redemption of any Preferred Stock (whether partial or complete) and the payment of any dividends on the Preferred Stock are subject to the following conditions and limitations:

(a) The payment or distribution to the holders of Preferred Stock (as a dividend or in redemption of shares of Preferred Stock) must not cause the corporation to become unable to meet its obligations as they fall due, or cause or create an act of insolvency or bankruptcy, as defined under applicable state or federal law;

(b) The aggregate amount of dividend and redemption payments and distributions with respect to shares of the Preferred Stock must not cause the corporation's working capital ratio, calculated under generally accepted accounting principles, to fall below a ratio of one to one;

(c) The corporation shall not make any payment or distribution in respect of the Preferred Stock that would cause or result in a default under any indebtedness of the corporation to its parent corporation; and

(d) Notwithstanding anything in this Article III to the contrary, the holders of Preferred Stock have the right to waive, as a whole or in part, in the manner provided in Section 2 of this Article III, the corporation's obligation to make any payment or distribution to the holders of Preferred Stock as a liquidation preference or as the redemption price for any shares of Preferred Stock.

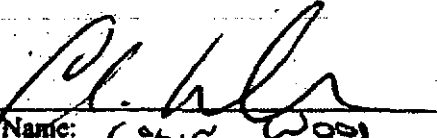
The corporation shall not pay, distribute, or set apart for payment or distribution to the holders of Preferred Stock, as a dividend or in redemption of shares of Preferred Stock, any funds or assets of the corporation to the extent the payment or distribution would

exceed any of the preceding limitations. The corporation shall make available to each holder of Preferred Stock at the holder's request at any time following the approval by the Board of Directors of a distribution or payment to holders of Preferred Stock, the calculations and other internal and external data and information on which the corporation relied to establish that the preceding limitations have been satisfied.

7. The amendment to Articles of Incorporation set forth herein was, in all respects, adopted pursuant to Chapter 302A of Minnesota Statutes.

EXECUTED: June 17, 2001

TRANSWORLD NETWORK, CORP.

By: 
Name: Colin Woods
Title: CFO

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUL 23 2001


Secretary of State LS

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; that this corporation is authorized to do business as a corporation at the time this certificate is issued; and that amendments to the articles of that corporation were filed on the dates listed below.

Name: Transworld Network, Corp.

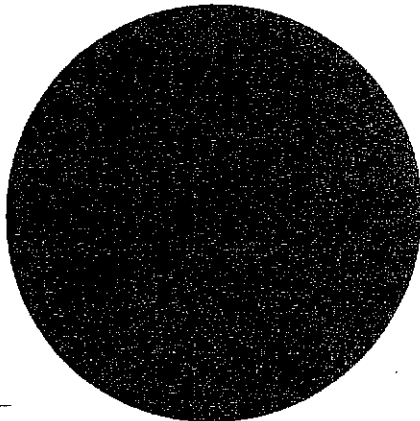
Date Formed: 12/21/1988

Chapter Governed By: 302A

Amendments Filed On:

12/21/1988-ORIG FILING-155 S Wabasha #120

- St Paul MN 55107-
-NAME -STRATEGIC ALLIANCES INC.



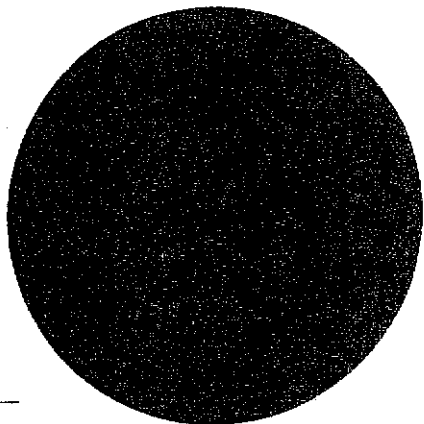
Mary Kiffmeyer
Secretary of State

SECRETARY OF STATE

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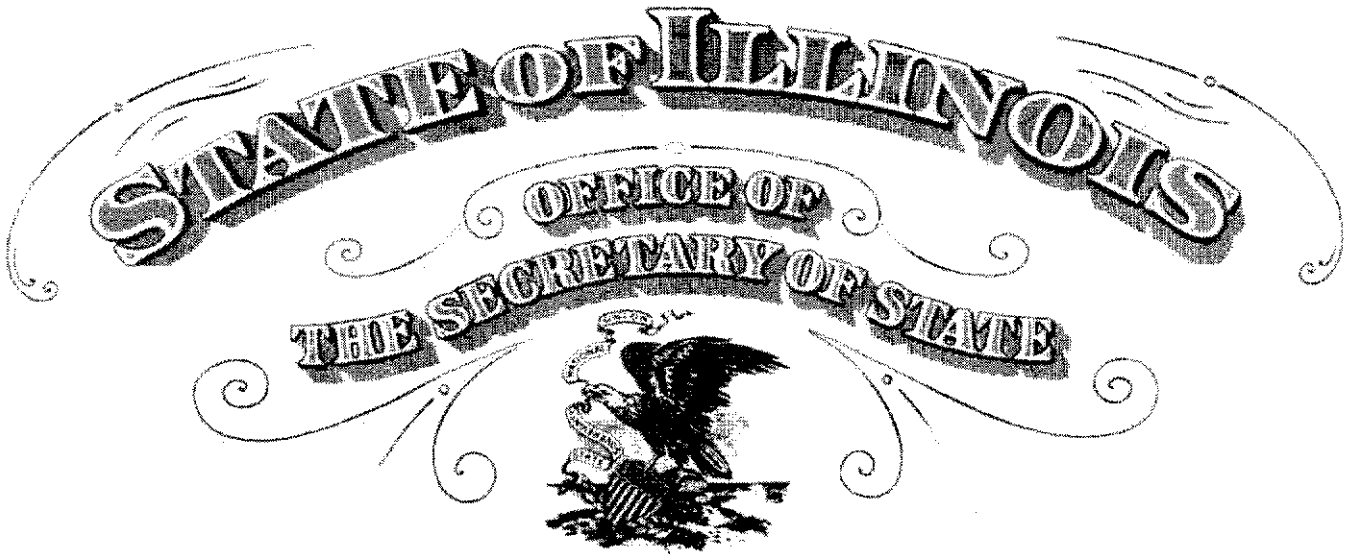
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- -1306 W Co Rd F #206
- -Arden Hills MN 55112-
01/18/1991-REG OFF -
- -2353 Rice Str #106
- -Roseville MN 55113-
07/01/1992-SHARE/STOCK- 25,000 SHARES/STOCK
09/22/1994-REG OFF -
- -1959 Sloan Pl #200
- -St Paul MN 55117-
09/16/1997-MERGER -Strategic Services Inc. 7K-547
12/03/1997-NAME -London Telecom Network, Corp.
10/15/1998-OTHER -Articles of Correction
04/29/1999-NAME -Transworld Network, Corp.
-SHARE/STOCK- 100,000,000 SHARES/STOCK
06/20/2000-SHARE/STOCK- 100,000 SHARES/STOCK
07/23/2001-SHARE/STOCK- 100,000,000 SHARES/STOCK
06/05/2002-REG OFF -
- -331 2nd Ave S #740
- -Mpls MN 55401-

This certificate has been issued on 06/04/03.



Mary Kiffmeyer

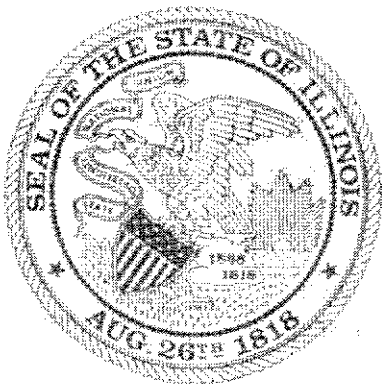
Secretary of State.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

TRANSWORLD NETWORK, CORP., INCORPORATED IN THE STATE OF MINNESOTA AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON DECEMBER 28, 1992, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND IS AT THIS TIME A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 22ND *day of* MAY *A.D.* 2002 *.*

Jesse White

SECRETARY OF STATE